

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

NO ORDER REQUIRED

**CERTIFICATION OF NO OBJECTION TO FORTY-FIRST MONTHLY
APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO
THE OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD DECEMBER 1, 2004
THROUGH DECEMBER 31, 2004 [RE: DOCKET NO. 7672]**

The undersigned hereby certifies that as of the date hereof, she has received no formal answer, objection or any other responsive pleading to the Forty-First Monthly Application (the "Application") for Compensation of Kramer Levin Naftalis & Frankel LLP, counsel to the Official Committee of Equity Holders, filed on February 2, 2005 [Docket No.7672]. The undersigned further certifies that she has reviewed the Court's docket in this case and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Application, objections were to be filed and served no later than 4:00 p.m. on February 21, 2005.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for

Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$99,066.40 which represents 80% of the fees (\$123,833.00) and \$3,246.49, which represents 100% of the expenses, for an aggregate amount of \$102,312.89, requested in the Application for the period December 1, 2004 through December 31, 2004, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

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-and-

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Dated: February 23, 2005